

RAJ TELEVISION NETWORK LIMITED

(CIN: L92490TN1994PLC027709)

Regd. Office: 32, Poes Road, 2nd Street, Teynampet, Chennai - 600 018.

Phone: 044 24334149, 24334150, 24334151, 24351898, 24352926.

Fax: 91-44-24341260

Email: comp_sec@rajtvnet.in, redressal@rajtvnet.in

Website: www.rajtvnet.in, www.rajtv.tv

September 06, 2017

Sub: Raj Television Network Limited- Annual Report 2016-17 and Notice for the 23rd Annual General Meeting scheduled to be held on Saturday, September 30, 2017 at 10.00 am, at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, Tamil Nadu, India.

NOTICE is hereby given that the Twenty Third Annual General Meeting (AGM) of the Company will be held on Saturday, **September 30, 2017 at 10.00 am, at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, Tamil Nadu, India**, to transact the Business, as set out in the Notice of AGM.

With reference to the above subject, we are enclosing the Annual Report of our Company for the year 2016-17 which comprises Notice calling the 23rd Annual General Meeting, Directors' Report, Auditors' Report, Audited Financial Statements etc., for the year ended March 31st, 2017.

The Company provides e-Voting facility in terms of Section 108 of Companies Act, 2013 and the Rules made thereunder. Shareholders will be able to give their assent/ dissent to the Resolutions specified in the AGM Notice through electronic mode, as per the e-voting instructions specified in Page 17 of the AGM Notice.

The e-voting period commences on Wednesday, September 27, 2017 (9.00 a.m. IST) and ends on Friday, September 29, 2017 (5.00 p.m. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.

The e-voting facility will be available during the following voting period:

EVSN	Commencement of e-voting	Wednesday, September 27, 2017 (9.00 a.m. IST)
170906029	End of e-voting	Friday, September 29, 2017 (5.00 p.m. IST)

The voting rights of Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on September 23, 2017 ('cut-off date'). Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote on all the resolutions set forth in the Notice of AGM using remote e-voting or ballot form or voting at the AGM.

Kindly log on to CDSL's e-Voting System www.evotingindia.com using the credentials mentioned in this mail.

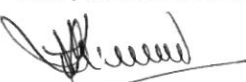
Any query / grievance in relation to e-voting can be addressed to investor@cameoindia.com

Any query / grievance in relation to voting by electronic means can also be addressed to helpdesk.evoting@cdslindia.com Phone:18002005533.

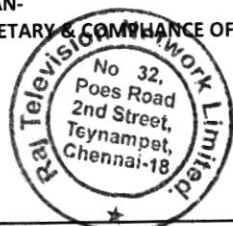
We thank you for your kind gesture in participating and joining us in this "Green Initiative" of the Government. All future shareholder communication would be sent in electronic form to this e-mail address. Please inform any changes in your e-mail address to the Depository through your Depository Participant.

Thanks & Regards

for Raj Television Network Limited,



JOSEPH CHERIYAN-
COMPANY SECRETARY & COMPLIANCE OFFICER



Raj Television Network Limited

CIN : L92490TN1994PLC027709

Regd. Off / Head Off : No.32, Poes Road 2nd Street, Teynampet, Chennai - 600 018, Tamil Nadu, India.

Tel: 044 - 2435 1307, 2435 1898, 2435 2926, 2433 4149 / 50 Fax : 91-44-2434 1260 E-mail : rajtv@rajtvnet.in, Website : www.rajtvnet.in

NOTICE

Notice is hereby given that the **Twenty Third Annual General Meeting** of M/s Raj Television Network Limited will be held on Saturday, 30th September, 2017 at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash flow statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri. M Rajarathnam**, (Holding DIN: 00839174), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors in place of Auditors retiring on rotational basis and fix their remuneration by passing, with or without modification(s), the following resolution as an **Ordinary Resolution**.

*“Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the Audit committee and as approved by the Board of Directors of the company, M/s. N. Naresh & Co., Chartered Accountants, Chennai – 600 002 (Firm Registration No. FRN 011293S), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. **Pratapkaran Paul & Co.**, Chartered Accountants, Chennai – 600 034, (Firm Registration No. 002777S), for a period of Five (05) years to hold office from the conclusion of this Annual general meeting until the conclusion of 28th Annual General meeting to be held in the year 2022 with such appointment being subject to ratification at every annual general meeting at a remuneration plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit, to be decided by the Board of Directors of the Company in consultation with the statutory auditors of the company.”*

Special Business

1. Ratification of remuneration of cost auditor – To consider and if thought fit with or without modification(s), the following resolution as an **Ordinary Resolution**.

“Resolved that pursuant to the provisions of Sections 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the Audit committee, the company hereby approves and ratifies the remuneration of Rs.75,000/- (Rupees seventy five thousand only) per annum plus applicable taxes and out of pocket expenses payable to M/s S. Subhashini, Cost Accountants, Chennai (Registration No: 22904) for conducting the audit of cost records of the company for the financial years ending 31st March, 2017 and 31st March, 2018.

Regd. Office:
32, Poes Road,
IInd St, Teynampet,
Chennai-600 018
Date: 30th June , 2017

By Order of the Board of Directors

Joseph Cheriyan
Company Secretary

Notes:

A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.

For Item No. 3 of the Notice calling the AGM

Though not mandatory, this statement has been provided on a voluntary basis

Pursuant to Section Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, an audit firm can act as auditors of a listed company for a maximum tenure of two terms of five consecutive years. For the purpose of recoking this limit, the existing tenure of auditors need to be taken into account. M/s Pratapkaran Paul & Co., the existing statutory auditors of the company have completed the said period as stipulated, and their term of office comes to an end with the conclusion of this annual general meeting.

Accordingly as per the afore said requirements of the provisions of the Companies Act, 2013 and on recommendation of the Audit Committee, the Board of Directors have recommended for consideration at the Annual General Meeting the appointment of **M/s. N. Naresh & Co.**, Chartered Accountants (Firm Registration No. FRN:011293S) as the Statutory Auditors in place for retiring Statutory Auditors M/s. Pratapkaran Paul & Co., Chartered Accountants, Chennai – 600 034, (Firm Registration No. 002777S), to hold office from the conclusion of this Annual general meeting until the conclusion of 28th Annual General meeting for the year to be held in the year 2022 at such remuneration to be determined by the Board of Directors of the Company, subject to ratification by members of their appointment and payment of remuneration to them at every annual general meeting if so required by the Companies Act, 2013

M/s. N. Naresh & Co., Chartered Accountants, Chennai have provided requisite consent and certifications under Section 139 of the Companies Act, 2013.

For Item No. 4 of the Notice calling the AGM – Explanatory statement Pursuant to Section 102 of the Companies Act, 2013

The Board of Directors of the company at their meeting based on the recommendation by the Audit committee, appointed M/s S.Subhashini, Cost Accountants, Chennai (Registration No: 22904) as the Cost Auditors of the company for the financial year ending 31st March, 2017 and 31st March, 2018 respectively at a

remuneration of Rs.75,000/- (Rupees seventy five thousand only) per annum plus applicable taxes and out of pocket expenses as determined by the Board of directors based on the recommendation of the Audit committee of the company.

As per Section 148 of the Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditor is to be ratified by the members of the company. The Board considers the remuneration payable to the Cost Auditor as fair and recommends the resolution contained in Item No. 4 of the Notice calling the AGM as an ordinary resolution.

None of the Director or Key Managerial Personnel or their relatives are concerned or interested in the resolution at the Item No. 4 of the accompanying notice.

Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report

Members who wish to obtain information on the Financial Statements for the year ended March 31, 2017, may send their queries at least seven days before the Annual General Meeting to the Compliance Officer & Company Secretary at the Registered Office of the Company or by e-mail to redressal@rajtvnet.in

Electronic copy of the Annual Report for 2016-17 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participants(s) for communication. For Members who have not registered their e-mail address, physical copies of the Annual Report for 2016-17 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.rajtvnet.in

Members are requested to notify immediately about any change in their address / e-mail address / dividend mandate / bank details to their Depository Participants (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, CAMEO CORPORATE SERVICES LIMITED, Subramanian Building, No.1, Club House Road, Chennai-600 002, Phone: 044-28460390-94, Fax: 28460129, Email: cameosys@cameoindia.com. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on cameosys@cameoindia.com / comp_sec@rajtvnet.in.

E-Voting

In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 & Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this notice. The remote e-voting period for all items of business contained in this notice shall commence

from the 27th day of September 2017 at 9.00 a.m. and will end on the Friday 29th day of September 2017 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of 23rd September 2017, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The facility for voting by way of Ballot / Poll paper shall also be made available at the venue of the meeting and members attending the meeting who have not already cast their vote by remote E-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote E-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The voting rights of Members either by way of remote e-voting prior to the meeting or by way Ballot / Poll paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the Cut-off date of September 23, 2017.

At the AGM the Chairman of the meeting shall after discussions on all the resolutions on which voting is to be held, allow voting by use of Ballot / Poll Paper by all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Company shall appoint an Independent Professional as Scrutinizer to conduct remote E-voting process as well as Ballot/Poll Paper voting process at the Annual General Meeting in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated 23rd Annual Report 2016-17 notice Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Vice-Chairman, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the Scrutiniser's report shall be placed on the website of the Company www.rajtvnet.in and shall also be communicated to the Stock Exchanges. The resolutions, if approved, shall be deemed to be passed on the date of AGM.

The instructions and process for E-voting are as under:

Regd. Office:
32, Poes Road,
IInd St, Teynampet,
Chennai-600 018
Date: 30th June , 2017

By Order of the Board of Directors

Joseph Cheriyan
Company Secretary

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AS REQUIRED TO BE FURNISHED PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES IN INDIA

1. INFORMATION ABOUT THE DIRECTORS RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

NAME AND DESIGNATION	M RAJARATHNAM WHOLE TIME DIRECTOR DIN : 0839174
Profile	He has been a Whole Time Director of the company since the date of incorporation. He has a long career in retailing of the contents and rights. He has, over a period of two decades, built and nurtured an extensive network of both domestic and overseas clients. He is actively involved in content acquisition for the Company's Channel and distributing the channels in various territories.
Remuneration	Rs. 130 lacs per annum (including Performance incentive of one month salary)
Recognition or awards	NIL
Job profile and suitability	The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. M. Rajarathinam, Whole Time Director of the company is actively involved in content acquisition for the Company's Channel and distributing the channels in various territories
Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	He is the promoter Director and relative of the whole time Directors & Managing Director. Besides, the remuneration proposed, Mr. M. Rajarathinam do not have any other pecuniary relationship with the Company.
Shares held the Company	5362000 equity shares – 11.29% of the total paid up capital of the company.
Directorship in other Companies	VISSA TELEVISION NETWORK LIMITED
Chairman/ Member of the Committees of other Companies on which he is a Director	Nil

Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran, Mr. M. Raghunathan and Mrs. Vijayalakshmi Ravindran are deemed to be interested in the resolution.